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Attorneys for the Underwriter Defendants

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

GEORGE COHEN, DAVID MOSS and
 ROXANNE XENAKIS, Individually and on
 Behalf of All Others Similarly Situated,

Plaintiffs,

v.

SUNRUN INC., LYNN JURICH, ROBERT
 KOMIN, EDWARD FENSTER, JAMESON
 MCJUNKIN, GERALD RISK, STEVE
 VASSALLO, RICHARD WONG, CREDIT
 SUISSE SECURITIES (USA) LLC,
 GOLDMAN, SACHS & CO., MORGAN
 STANLEY & CO. LLC, MERRILL LYNCH,
 PIERCE, FENNER & SMITH
 INCORPORATED, RBC CAPITAL MARKETS,
 LLC, KEYBANC CAPITAL MARKETS INC.,
 and SUNTRUST ROBINSON HUMPHREY,

Defendants.

) Case No. 3:16-cv-02570

) **CONSENT TO REMOVAL**

) Removed from the Superior Court of the
 State of California, San Mateo County
 Case No. CIV538304

1 TO THE COURT AND ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

2 Plaintiffs in the above-referenced action have named as defendants, *inter alia*, the
 3 underwriters of the August 2015 initial public offering of Sunrun Inc. The named underwriters are
 4 Credit Suisse Securities (USA) LLC; Goldman, Sachs & Co.; KeyBanc Capital Markets Inc.;
 5 Merrill Lynch, Pierce, Fenner & Smith Incorporated; Morgan Stanley & Co. LLC; RBC Capital
 6 Markets, LLC; and SunTrust Robinson Humphrey, Inc. (collectively, the “Underwriter
 7 Defendants”).

8 PLEASE TAKE NOTICE THAT the Underwriter Defendants hereby provide notice of
 9 their consent to the removal of the matter from the California Superior Court for the County of
 10 San Mateo to the United States District Court for the Northern District of California.

11 This consent is made in connection with the removal of this action only, and is made
 12 without prejudice to any future challenge to the jurisdiction of the Court, substantive or procedural
 13 challenges to any complaint, or affirmative defenses raised in responsive pleading(s) by the
 14 Underwriter Defendants.

15 Dated: May 12, 2016

16 SHEARMAN & STERLING LLP

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 19 By: /s/ Patrick D. Robbins
 Patrick D. Robbins (Bar No. 152288)

20 Adam S. Hakki (*pro hac vice* to be submitted)

21 *Attorneys for the Underwriter Defendants*
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